

# EXHIBIT N

**UNANIMOUS WRITTEN CONSENT  
OF  
BOARD OF DIRECTORS  
OF  
EBER BROS. WINE AND LIQUOR CORP.**

The undersigned, being all of the Directors of Eber Bros. Wine And Liquor Corp., a New York corporation (the "Corporation"), hereby consent, pursuant to Section 708(b) of the Business Corporation Law of the State of New York, to the adoption of the following resolutions:

**WHEREAS**, The Corporation is in default of the payment of certain obligations due to Alexbay, LLC; and

**WHEREAS**, the outstanding balance due Alexbay, LLC as of the date hereof is in excess of \$3,650,000 ("Obligations"); and

**WHEREAS**, the Corporation's Obligations are secured by a security interest in all of its assets, including all of its ownership interest in Eber Bros. Wine and Liquor Metro, Inc. ("Metro"); and

**WHEREAS**, Alexbay, LLC has notified the Corporation that it is going to proceed with its rights as the holder of a security interest in the Collateral and is willing to accept all of the ownership of Metro in full satisfaction of the Obligations (the "Proposed Transfer"); and

**WHEREAS**, the undersigned have met and/or had numerous conversations regarding the Proposed Transfer and fully discussed the Proposed Transfer (including but not limited to discussions on March 13, 2012, throughout the week of March 13, 2012, May 30, 2012 and June 1, 2012); and

**WHEREAS**, after consideration of the financial statements and records of the Corporation and other information deemed relevant by the Board of Directors, the Board of Directors has determined in good faith that the value of Metro is less than the Obligations owed to Alexbay, LLC; and

**WHEREAS**, the New York State Supreme Court has determined and ruled in Alexbay, LLC vs. Eber Bros. Wine and Liquor Corp., et al. (Sup Ct., Monroe County, Index No. 2012-1919) (May 24, 2012) that the taking by Alexbay, LLC of the ownership of Eber Bros. Wine & Liquor Metro, Inc. in full satisfaction of the debt due Alexbay, LLC, by the Corporation is "Commercially Reasonable" under New York's Uniform Commercial Code;

**NOW, THEREFORE, BE IT**

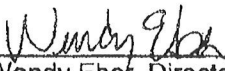
**RESOLVED**, that the Corporation be, and hereby is, authorized and directed to transfer and deliver to Alexbay all of its ownership interest in Metro in full satisfaction of the Corporation's Obligations to Alexbay, LLC; and be it further

**RESOLVED**, that the Corporation enter into and execute the "Agreement for Turnover and Acceptance of Eber Bros. Wine and Liquor Metro, Inc., Pursuant to New York Uniform Commercial Code" in the form attached hereto, and; be it further

**RESOLVED**, that any and all actions heretofore taken by the officers of the Corporation acting for and on behalf of the Corporation in connection with the Proposed Transfer, the negotiation of the Agreement described above and the other transactions contemplated by the foregoing resolutions are hereby ratified, approved and confirmed in their entirety; and be it further

**RESOLVED**, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to take all such further action and to execute, deliver, certify and file all instruments and documents in the name of and on behalf of this Corporation as the officers executing the same shall approve as necessary or advisable to effectuate and accomplish the purpose of the foregoing resolutions and the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 16 day of June, 2012.

  
Wendy Eber, Director

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Elliott Gumaer, Director

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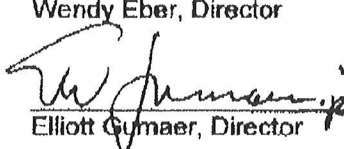
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IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 9<sup>th</sup> day of June, 2012.

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Wendy Eber, Director

  
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Elliott Gumaer, Director